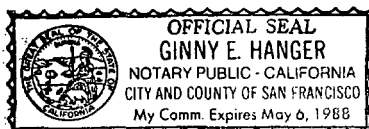


STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

On this 3rd day of February, 1985^{6 sent}, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn says that such person is President of ITEL RAIL CORPORATION, that the foregoing Amendment No. 3 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Ginny E. Hanger
Notary Public

STATE OF Idaho)
) ss:
COUNTY OF Ada)

On this 30 day of December, 1985, before me personally appeared Robert W. Walter, to me personally known, who being by me duly sworn says that such person is ^{VICE} President of MINNESOTA, DAKOTA & WESTERN RAILWAY COMPANY, that the foregoing Amendment No. 3 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Carl W. Ingram
Notary Public

SCHEDULE F

Itel Rail Corporation hereby leases the following Cars to Minnesota, Dakota & Western Railway Company subject to the terms and conditions of that certain Lease Agreement dated as of July 26, 1978.

A.A.R. Mech. Desig.	Description	Numbers	Length	Dimensions		Doors Width	No. of Cars
				Inside Width	Height		
XM	50', 70-ton, Plate C cushion underframe nailable steel floor	MDW 10200-10299	50'6"	9'6"	11'0"	10'	100

ITEL RAIL CORPORATION

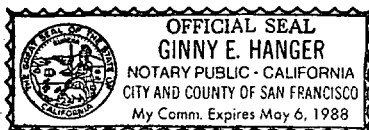
By: DP Hayes
Title: President
Date: 2/2/86

MINNESOTA, DAKOTA & WESTERN
RAILWAY CORPORATION

By: Robert Walters
Title: Vice President
Date: December 30, 1985

STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

On this 3rd day of February, 198⁶~~4~~, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn says that such person is President of ITEL RAIL CORPORATION, that the foregoing Schedule E was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Ginny E. Hanger
Notary Public

STATE OF Idaho)
) ss:
COUNTY OF Ada)

On this 30 day of December, 1985, before me personally appeared Robert W. Walter, to me personally known, who being by me duly sworn says that such person is President of MINNESOTA, DAKOTA & WESTERN RAILWAY COMPANY, that the foregoing Schedule E was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Paul D. Ingram
Notary Public